

Pamela B. Loewenstein
Staff Attorney
Transportation Systems &
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The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

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May 20, 1983

Mrs. Mildred Lee
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 13911-A Filed 1425

MAY 27 1983 9:05 AM

INTERSTATE COMMERCE COMMISSION

Date 5/2/83
Fee \$ 10.00 due
CC Washington, D. C.

Dear Mrs. Lee:

I have enclosed two originals and two copies of the document described below to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

The document included is an Amendment to Security Agreement, a secondary document dated May 12, 1983.

The primary document to which this is connected is recorded under Recordation No. 13911.

The names and addresses of the parties to the documents are as follows:

Secured: Evans Railcar Leasing Company
2550 Golf Road
Rolling Meadows, IL 60008

Debtors: Atlantic & Western Financial Corporation
P.O. Box 1208
Sanford, NC 27330

Atlantic & Western Railway Company
P.O. Box 1208
Sanford, NC 27330

A description of the equipment covered by the document follows:

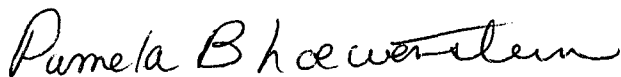
AR2000-2024, Gondolas, AAR#G312; ATW15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032-15034, 15040, 15045, 15049-15053, 15055-15074, XF Boxcars, AAR#A220; AR1000-1024, Rebuilt XM Boxcars, AAR#B208; HN6000-6149, XL Boxcars AAR#A230; ATW61000-61099, XF Boxcars, AAR#A220; ATW63000-63099, Rebuilt XF Boxcars AAR#A220; ATW 64000-64099, XP Boxcars, AAR#A200; ATW 4050-4099, XP Boxcars AAR#A200; ATW4100-4149, XP Boxcars AAR#A200; ATW4200-4299, XL Boxcars, AAR#A230; ATW 3001-3021, XF Boxcars AAR#A220; ATW5105, 5114-5116, 5124, 5132-5138, 5140, 5142-5144, 5148-5149, Covered Hoppers, AAR#L153; IRRC 11100-11124, Gondolas, AAR#G312; IRRC 15002, 15004, 15006, 15007, 15010, 15013-15015, 15017, 15019, 15020, 15023-15026, 15028, 15030, 15031, 15035, 15036-15039, 15041-15044, 15046-15048, XM Boxcars, AAR#B208; ATW 11050-11099, Gondolas, AAR#G312; ATW20000-20049, Covered Hoppers, AAR#L153; ATW 10001-10050, Rebuilt XF Boxcars, AAR#A220.

A fee of \$10.00 is enclosed. Please return one original and two copies not needed by the Commission for recordation to Pamela B. Loewenstein, Evans Products Company, 2550 Golf Road, Rolling Meadows, IL 60008.

A short summary of the document to appear in the index follows:
Amendment dated May 12, 1983 to Security Agreement dated August 26, 1982,
ICC Recordation #13911, by Atlantic & Western Railway Company and Atlantic
& Western Financial Corporation (Debtors) in favor of Evans Railcar Leasing
Company (Secured Party) covering:

AR2000-2024, Gondolas, AAR#G312; ATW15000-15001, 15003, 15008, 15009, 15011, 15012
15016, 15018, 15021, 15022, 15027, 15029, 15032-15034, 15040, 15045, 15049-
15053, 15055-15074, XF Boxcars, AAR#A220; AR1000-1024, Rebuilt XM Boxcars,
AAR#B208; HN6000-6149, XL Boxcars AAR#A230; ATW61000-61099, XF Boxcars, AAR#A220;
ATW63000-63099, Rebuilt XF Boxcars AAR#A220; ATW 64000-64099, XP Boxcars, AAR#A200;
ATW 4050-4099, XP Boxcars AAR#A200; ATW4100-4149, XP Boxcars AAR#A200; ATW4200-4299,
XL Boxcars, AAR#A230; ATW 3001-3021, XF Boxcars AAR#A220; ATW5105, 5114-5116, 5124,
5132-5138, 5140, 5142-5144, 5148-5149, Covered Hoppers, AAR#L153; IRRC 11100-11124,
Gondolas, AAR#G312; IRRC 15002, 15004, 15006, 15007, 15010, 15013-15015, 15017,
15019, 15020, 15023-15026, 15028, 15030, 15031, 15035, 15036-15039, 15041-15044,
15046-15048, XM Boxcars, AAR#B208; ATW 11050-11099, Gondolas, AAR#G312; ATW20000-
20049, Covered Hoppers, AAR#L153; ATW 10001-10050, Rebuilt XF Boxcars, AAR#A220.

Very truly yours,



Pamela B. Loewenstein

PBL:sm

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

May 27, 1983

Pamela B. Loewenstein
Staff Attorney
Evans Products Company
Transportation Systems &
Industrial Group-The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/27/83 at 9:05AM, and assigned re-
recording number(s). 13911-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

MAY 27 1983 - 9 10 AM

AMENDMENT

INTERSTATE COMMERCE COMMISSION

Amendment dated as of this 12th day of May, 1983 to Security Agreement dated as of August 26, 1982 by Atlantic and Western Railway Company and Atlantic and Western Financial Corporation (collectively "A&W") in favor of Evans Railcar Leasing Company ("Evans").

W I T N E S S E T H:

WHEREAS, A&W entered into a Security Agreement dated August 26, 1982 ("Agreement") in favor of Evans;

WHEREAS, the parties desire and agree to amend the Agreement as follows:

1. Exhibit "A" to the Agreement is hereby deleted and Amended Exhibit "A" is hereby substituted and attached to the Agreement and made a part hereof.

2. All other terms and conditions of the Agreement shall remain the same and are hereby ratified and confirmed.

IN WITNESS WHEREOF, A&W has executed this Amendment as of the day and year first above written.

[CORPORATE SEAL]

ATTEST:

ATLANTIC AND WESTERN FINANCIAL CORPORATION

C Tracy Parker
Secretary

By: W. B. Joyce
President

[CORPORATE SEAL]

ATTEST:

ATLANTIC AND WESTERN RAILWAY COMPANY

C Tracy Parker
Secretary

By: W. B. Joyce
President

EXHIBIT A

<u>REPORTING MARKS AND NUMBERS</u>	<u>DESCRIPTION OF CARS</u>	<u>ASSIGNEE OR LESSEE</u>
AR 2000-2024 ✓	Gondolas	Aberdeen & Rockfish RR
ATW 15000-15001, 15003, 15008, 15009, 15011, 15012, 15016, 15018, 15021, 15022, 15027, 15029, 15032, 15033, 15034, 15040, 15045, 15049-15053, 15055-15074	XF Boxcars	
ATW 20000-20049 ✓	Covered Hoppers	
ATW 10001-10050 ✓	Rebuilt XF Boxcars	General Mills
AR 1000-1024	Rebuilt XM Boxcars	Aberdeen & Rockfish RR
HN 6000-6149 ✕ =	XL Boxcars	Hutchinson & Northern RR
ATW 61000-61099	XF Boxcars	
ATW 63000-63099	Rebuilt XF Boxcars	
ATW 64000-64099	XP Boxcars	
ATW 4050-4099	XP Boxcars	Scott Paper Co.
ATW 4100-4149	XP Boxcars	Scott Paper Co.
ATW 4200-4299	XL Boxcars	Scott Paper Co.
ATW 3001-3021 ✓	XF Boxcars	General Mills
ATW 5105, 5114- 5116, 5124, 5132- 5138, 5140, 5142- 5144, 5148-5149	Covered Hoppers	Iowa Railroad Company
IRRC 11100-11124	Gondolas	Iowa Railroad Company
IRRC 15002, 15004, 15006, 15007, 15010, 15013-15015, 15017, 15019, 15020, 15023- 15026, 15028, 15030, 15031, 15035, 15036- 15039, 15041-15044, 15046-15048	XM Boxcars	Iowa Railroad Company
ATW 11050-11099	Gondolas	

STATE OF NORTH CAROLINA
COUNTY OF LEE

On this 12th day of May, 1983, before me personally appeared W. B. Joyce and O. Tracy Parks, III to me personally known, who being by me duly sworn, say that they are respectively the President and Secretary of Atlantic and Western Financial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:
April 7, 1988

Gwen D. Thomas
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF LEE

On this 12th day of May, 1982, before me personally appeared W. B. Joyce and O. Tracy Parks, III to me personally known, who being by me duly sworn, say that they are respectively the President and Secretary of Atlantic and Western Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:
April 7, 1988

Gwen D. Thomas
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